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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KNKM991	Paging and Radiotelephone Service	CD	22
KNKO205	Paging and Radiotelephone Service	CD	22
KNKO313	Paging and Radiotelephone Service	CD	22
KNKO314	Paging and Radiotelephone Service	CD	22
KNKO475	Paging and Radiotelephone Service	CD	22
KNKO524	Paging and Radiotelephone Service	CD	22
KNKO525	Paging and Radiotelephone Service	CD	22
KNKO567	Paging and Radiotelephone Service	CD	22
KNKO698	Paging and Radiotelephone Service	CD	22
KNKP213	Paging and Radiotelephone Service	CD	22
KNKS215	Paging and Radiotelephone Service	CD	22
KNKS217	Paging and Radiotelephone Service	CD	22
KNKS222	Paging and Radiotelephone Service	CD	22
KNLM384	Paging and Radiotelephone Service	CD	22
KNLM656	Paging and Radiotelephone Service	CD	22
KNLM808	Paging and Radiotelephone Service	CD	22
KNLN356	Paging and Radiotelephone Service	CD	22
KNLP460	Paging and Radiotelephone Service	CD	22
KNLP554	Paging and Radiotelephone Service	CD	22
KPA333	Paging and Radiotelephone Service	CD	22
KPA357	Paging and Radiotelephone Service	CD	22
KPD750	Paging and Radiotelephone Service	CD	22
KPD950	Paging and Radiotelephone Service	CD	22
KPE388	Paging and Radiotelephone Service	CD	22
KQA646	Paging and Radiotelephone Service	CD	22
KQA770	Paging and Radiotelephone Service	CD	22
KQB688	Paging and Radiotelephone Service	CD	22
KQC576	Paging and Radiotelephone Service	CD	22
KQC875	Paging and Radiotelephone Service	CD	22
KQC877	Paging and Radiotelephone Service	CD	22
KQC881	Paging and Radiotelephone Service	CD	22
KQD599	Paging and Radiotelephone Service	CD	22
KQK592	Paging and Radiotelephone Service	CD	22
KQK595	Paging and Radiotelephone Service	CD	22
KQK710	Paging and Radiotelephone Service	CD	22

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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KQK711	Paging and Radiotelephone Service	CD	22
KQK713	Paging and Radiotelephone Service	CD	22
KQK733	Paging and Radiotelephone Service	CD	22
KQZ704	Paging and Radiotelephone Service	CD	22
KQZ743	Paging and Radiotelephone Service	CD	22
KQZ778	Paging and Radiotelephone Service	CD	22
KRH665	Paging and Radiotelephone Service	CD	22
KRM965	Paging and Radiotelephone Service	CD	22
KSA265	Paging and Radiotelephone Service	CD	22
KSC864	Paging and Radiotelephone Service	CD	22
KSJ770	Paging and Radiotelephone Service	CD	22
KSJ823	Paging and Radiotelephone Service	CD	22
KSV920	Paging and Radiotelephone Service	CD	22
KSV947	Paging and Radiotelephone Service	CD	22
KSV960	Paging and Radiotelephone Service	CD	22
KUC871	Paging and Radiotelephone Service	CD	22
KUC927	Paging and Radiotelephone Service	CD	22
KUC928	Paging and Radiotelephone Service	CD	22
KUC929	Paging and Radiotelephone Service	CD	22
KUC956	Paging and Radiotelephone Service	CD	22
KUC973	Paging and Radiotelephone Service	CD	22
KUC994	Paging and Radiotelephone Service	CD	22
KUD200	Paging and Radiotelephone Service	CD	22
KUD225	Paging and Radiotelephone Service	CD	22
KUO557	Paging and Radiotelephone Service	CD	22
KUO558	Paging and Radiotelephone Service	CD	22
KUO559	Paging and Radiotelephone Service	CD	22
KUO577	Paging and Radiotelephone Service	CD	22
KUO620	Paging and Radiotelephone Service	CD	22
KUS226	Paging and Radiotelephone Service	CD	22
KUS298	Paging and Radiotelephone Service	CD	22
KUS346	Paging and Radiotelephone Service	CD	22
KUS347	Paging and Radiotelephone Service	CD	22
KUS309	Paging and Radiotelephone Service	CD	22
KUS390	Paging and Radiotelephone Service	CD	22

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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KUS409	Paging and Radiotelephone Service	CD	22
KWB402	Paging and Radiotelephone Service	CD	22
KWH322	Paging and Radiotelephone Service	CD	22
KWH334	Paging and Radiotelephone Service	CD	22
KWU348	Paging and Radiotelephone Service	CD	22
KWU361	Paging and Radiotelephone Service	CD	22
KWU363	Paging and Radiotelephone Service	CD	22
KWU442	Paging and Radiotelephone Service	CD	22
KWU443	Paging and Radiotelephone Service	CD	22
KWU446	Paging and Radiotelephone Service	CD	22
KWU447	Paging and Radiotelephone Service	CD	22
KWU468	Paging and Radiotelephone Service	CD	22
WQZ653	Paging and Radiotelephone Service	CD	22
WQZ663	Paging and Radiotelephone Service	CD	22
WQZ677	Paging and Radiotelephone Service	CD	22
WRD354	Paging and Radiotelephone Service	CD	22
WRV290	Paging and Radiotelephone Service	CD	22
WRV909	Paging and Radiotelephone Service	CD	22
WRW240	Paging and Radiotelephone Service	CD	22
WXS215	Paging and Radiotelephone Service	CD	22

PENDING APPLICATIONS

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KNLV583	Paging and Radiotelephone Service	CD	22

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Existing Shareholders of Arch Communications Group, Inc.		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

TYPE OF TRANSACTION

T17. This application requests (T)	<u>Assignment</u> of authorization	Consent to <u>T</u> ransfer of Control of Licensee
T18. How will assignment or transfer of control be accomplished? (O *)	<u>Sale</u> or other transfer or assignment of stock * See Section II.C	<u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (V)	<u>Voluntary</u>	<u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N)	<u>Yes</u>	<u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (**) <u>Yes</u> <u>No</u> ** Applicant will obtain all requisite state/local approvals		

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Westlink Licensee Corporation		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 33-0598814		T50. Internet or e-mail address	


ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Yes</u>	<u>No</u>

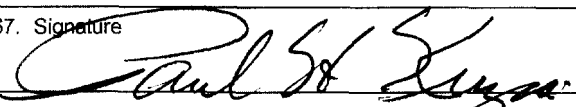
BASIC QUALIFICATIONS

<p>T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>See Section II.B</p>			
<p>T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
<p>T60. Typed Name of Person Signing</p> <p>Paul H. Kuzia</p>	<p>T61. Title</p> <p>Executive Vice President, Technology and Regulatory Affairs</p>
<p>T62. Signature</p> 	<p>T63. Date</p> <p style="text-align: center;">AUG 26 1998</p>

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>	
<p>T64. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership Corporation</p>	
<p>T65. Typed Name of Person Signing</p> <p>Paul H. Kuzia</p>	<p>T66. Title</p> <p>Executive Vice President, Technology and Regulatory Affairs</p>
<p>T67. Signature</p> 	<p>T68. Date</p> <p style="text-align: center;">AUG 26 1998</p>
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

WESTLINK LICENSEE CORPORATION

In response to Items T22 - T26, Westlink Licensee Corporation submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KAF241	Paging and Radiotelephone Service	CD	22
KAI927	Paging and Radiotelephone Service	CD	22
KDN402	Paging and Radiotelephone Service	CD	22
KDN407	Paging and Radiotelephone Service	CD	22
KDS790	Paging and Radiotelephone Service	CD	22
KFL919	Paging and Radiotelephone Service	CD	22
KFL930	Paging and Radiotelephone Service	CD	22
KFL955	Paging and Radiotelephone Service	CD	22
KFQ921	Paging and Radiotelephone Service	CD	22
KKB617	Paging and Radiotelephone Service	CD	22
KKB646	Paging and Radiotelephone Service	CD	22
KKB655	Paging and Radiotelephone Service	CD	22
KKB673	Paging and Radiotelephone Service	CD	22
KLF534	Paging and Radiotelephone Service	CD	22
KLF595	Paging and Radiotelephone Service	CD	22
KNKB334	Paging and Radiotelephone Service	CD	22
KNKB739	Paging and Radiotelephone Service	CD	22
KNKB743	Paging and Radiotelephone Service	CD	22
KNKB884	Paging and Radiotelephone Service	CD	22
KNKB944	Paging and Radiotelephone Service	CD	22
KNKC245	Paging and Radiotelephone Service	CD	22
KNKC279	Paging and Radiotelephone Service	CD	22
KNKC407	Paging and Radiotelephone Service	CD	22
KNKC631	Paging and Radiotelephone Service	CD	22
KNKC654	Paging and Radiotelephone Service	CD	22
KNKC748	Paging and Radiotelephone Service	CD	22
KNKC831	Paging and Radiotelephone Service	CD	22
KNKD745	Paging and Radiotelephone Service	CD	22

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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KNKD840	Paging and Radiotelephone Service	CD	22
KNKD851	Paging and Radiotelephone Service	CD	22
KNKG547	Paging and Radiotelephone Service	CD	22
KNKG578	Paging and Radiotelephone Service	CD	22
KNKG852	Paging and Radiotelephone Service	CD	22
KNKG877	Paging and Radiotelephone Service	CD	22
KNKI911	Paging and Radiotelephone Service	CD	22
KNKI926	Paging and Radiotelephone Service	CD	22
KNKI999	Paging and Radiotelephone Service	CD	22
KNKJ317	Paging and Radiotelephone Service	CD	22
KNKJ323	Paging and Radiotelephone Service	CD	22
KNKJ449	Paging and Radiotelephone Service	CD	22
KNKJ453	Paging and Radiotelephone Service	CD	22
KNKL635	Paging and Radiotelephone Service	CD	22
KNKM522	Paging and Radiotelephone Service	CD	22
KNKM552	Paging and Radiotelephone Service	CD	22
KNKM553	Paging and Radiotelephone Service	CD	22
KNKM565	Paging and Radiotelephone Service	CD	22
KNKM725	Paging and Radiotelephone Service	CD	22
KNKM726	Paging and Radiotelephone Service	CD	22
KNKM727	Paging and Radiotelephone Service	CD	22
KNKO561	Paging and Radiotelephone Service	CD	22
KNKP237	Paging and Radiotelephone Service	CD	22
KNKP263	Paging and Radiotelephone Service	CD	22
KNKP264	Paging and Radiotelephone Service	CD	22
KNKP398	Paging and Radiotelephone Service	CD	22
KNKP781	Paging and Radiotelephone Service	CD	22
KNLR511	Paging and Radiotelephone Service	CD	22
KNLR523	Paging and Radiotelephone Service	CD	22
KNLR547	Paging and Radiotelephone Service	CD	22
KNLR552	Paging and Radiotelephone Service	CD	22
KNLR555	Paging and Radiotelephone Service	CD	22
KNLR566	Paging and Radiotelephone Service	CD	22
KNLR570	Paging and Radiotelephone Service	CD	22
KNLR572	Paging and Radiotelephone Service	CD	22

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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KNLR578	Paging and Radiotelephone Service	CD	22
KNLR584	Paging and Radiotelephone Service	CD	22
KNLR591	Paging and Radiotelephone Service	CD	22
KNLR592	Paging and Radiotelephone Service	CD	22
KNLR594	Paging and Radiotelephone Service	CD	22
KNLR604	Paging and Radiotelephone Service	CD	22
KNLR610	Paging and Radiotelephone Service	CD	22
KNLR615	Paging and Radiotelephone Service	CD	22
KNLR618	Paging and Radiotelephone Service	CD	22
KNLR643	Paging and Radiotelephone Service	CD	22
KNLR664	Paging and Radiotelephone Service	CD	22
KNLR667	Paging and Radiotelephone Service	CD	22
KNLR677	Paging and Radiotelephone Service	CD	22
KNLR850	Paging and Radiotelephone Service	CD	22
KNLS285	Paging and Radiotelephone Service	CD	22
KNLS286	Paging and Radiotelephone Service	CD	22
KNLS683	Paging and Radiotelephone Service	CD	22
KOA264	Paging and Radiotelephone Service	CD	22
KOA739	Paging and Radiotelephone Service	CD	22
KOE252	Paging and Radiotelephone Service	CD	22
KOK331	Paging and Radiotelephone Service	CD	22
KOK419	Paging and Radiotelephone Service	CD	22
KON911	Paging and Radiotelephone Service	CD	22
KON919	Paging and Radiotelephone Service	CD	22
KON925	Paging and Radiotelephone Service	CD	22
KOP244	Paging and Radiotelephone Service	CD	22
KOP299	Paging and Radiotelephone Service	CD	22
KOP306	Paging and Radiotelephone Service	CD	22
KOP312	Paging and Radiotelephone Service	CD	22
KOP329	Paging and Radiotelephone Service	CD	22
KPA317	Paging and Radiotelephone Service	CD	22
KPA418	Paging and Radiotelephone Service	CD	22
KPD992	Paging and Radiotelephone Service	CD	22
KQZ796	Paging and Radiotelephone Service	CD	22
KRH646	Paging and Radiotelephone Service	CD	22

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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KRH673	Paging and Radiotelephone Service	CD	22
KRM972	Paging and Radiotelephone Service	CD	22
KRS626	Paging and Radiotelephone Service	CD	22
KRS648	Paging and Radiotelephone Service	CD	22
KRS680	Paging and Radiotelephone Service	CD	22
KRS691	Paging and Radiotelephone Service	CD	22
KSV903	Paging and Radiotelephone Service	CD	22
KSV961	Paging and Radiotelephone Service	CD	22
KSV968	Paging and Radiotelephone Service	CD	22
KSV970	Paging and Radiotelephone Service	CD	22
KSV971	Paging and Radiotelephone Service	CD	22
KTS255	Paging and Radiotelephone Service	CD	22
KTS258	Paging and Radiotelephone Service	CD	22
KUA288	Paging and Radiotelephone Service	CD	22
KUC853	Paging and Radiotelephone Service	CD	22
KUC957	Paging and Radiotelephone Service	CD	22
KUC996	Paging and Radiotelephone Service	CD	22
KUO571	Paging and Radiotelephone Service	CD	22
KUO623	Paging and Radiotelephone Service	CD	22
KUO625	Paging and Radiotelephone Service	CD	22
KUS296	Paging and Radiotelephone Service	CD	22
KUS383	Paging and Radiotelephone Service	CD	22
KWT901	Paging and Radiotelephone Service	CD	22
KWT907	Paging and Radiotelephone Service	CD	22
KWT950	Paging and Radiotelephone Service	CD	22
KWT957	Paging and Radiotelephone Service	CD	22
KWT976	Paging and Radiotelephone Service	CD	22
KWT987	Paging and Radiotelephone Service	CD	22
KWU267	Paging and Radiotelephone Service	CD	22
KWU328	Paging and Radiotelephone Service	CD	22
KWU366	Paging and Radiotelephone Service	CD	22
KWU438	Paging and Radiotelephone Service	CD	22
KWU458	Paging and Radiotelephone Service	CD	22
WQZ998	Paging and Radiotelephone Service	CD	22
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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KNLR513	Paging and Radiotelephone Service	CD	22
KNLR518	Paging and Radiotelephone Service	CD	22
KNLR521	Paging and Radiotelephone Service	CD	22
KNLR534	Paging and Radiotelephone Service	CD	22
KNLR536	Paging and Radiotelephone Service	CD	22
KNLR537	Paging and Radiotelephone Service	CD	22
KNLR554	Paging and Radiotelephone Service	CD	22
KNLR563	Paging and Radiotelephone Service	CD	22
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KNLR567	Paging and Radiotelephone Service	CD	22
KNLR569	Paging and Radiotelephone Service	CD	22
KNLR575	Paging and Radiotelephone Service	CD	22
KNLR587	Paging and Radiotelephone Service	CD	22
KNLR595	Paging and Radiotelephone Service	CD	22
KNLR596	Paging and Radiotelephone Service	CD	22
KNLR601	Paging and Radiotelephone Service	CD	22
KNLR602	Paging and Radiotelephone Service	CD	22
KNLR606	Paging and Radiotelephone Service	CD	22
KNLR611	Paging and Radiotelephone Service	CD	22
KNLR612	Paging and Radiotelephone Service	CD	22
KNLR625	Paging and Radiotelephone Service	CD	22
KNLR629	Paging and Radiotelephone Service	CD	22
KNLR633	Paging and Radiotelephone Service	CD	22
KNLR634	Paging and Radiotelephone Service	CD	22
KNLR668	Paging and Radiotelephone Service	CD	22
KNLR688	Paging and Radiotelephone Service	CD	22
KNLR753	Paging and Radiotelephone Service	CD	22

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Existing Shareholders of Arch Communications Group, Inc.		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

TYPE OF TRANSACTION

T17. This application requests (T)	<u>Assignment of authorization</u>	Consent to <u>Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*)	<u>Sale or other transfer or assignment of stock</u> * See Section 11.C	<u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (V)	<u>Voluntary</u>	<u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N)	<u>Yes</u>	<u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (**) <u>Yes</u> <u>No</u> ** Applicant will obtain all requisite state/local approvals		

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Westlink of New Mexico Licensee Corporation		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 33-0598817	T50. Internet or e-mail address		


ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Yes</u>	<u>No</u>

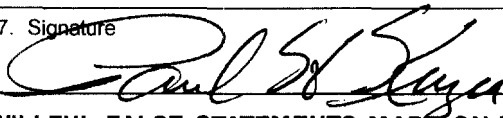
BASIC QUALIFICATIONS

<p>T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>See Section II.B</p>			
<p>T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
<p>T60. Typed Name of Person Signing</p> <p>Paul H. Kuzia</p>	<p>T61. Title</p> <p>Executive Vice President, Technology and Regulatory Affairs</p>
<p>T62. Signature</p> 	<p>T63. Date</p> <p>AUG 26 1998</p>

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>	
<p>T64. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership <u>Corporation</u></p>	
<p>T65. Typed Name of Person Signing</p> <p>Paul H. Kuzia</p>	<p>T66. Title</p> <p>Executive Vice President, Technology and Regulatory Affairs</p>
<p>T67. Signature</p> 	<p>T68. Date</p> <p>AUG 26 1998</p>
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

WESTLINK OF NEW MEXICO LICENSEE CORPORATION

In response to Items T22 - T26, Westlink of New Mexico Licensee Corporation submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KKH476	Paging and Radiotelephone Service	CD	22
KKI452	Paging and Radiotelephone Service	CD	22
KNKC302	Paging and Radiotelephone Service	CD	22
KNKC303	Paging and Radiotelephone Service	CD	22
KNKK549	Paging and Radiotelephone Service	CD	22
KNLM496	Paging and Radiotelephone Service	CD	22
KQZ775	Paging and Radiotelephone Service	CD	22
KUO581	Paging and Radiotelephone Service	CD	22

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Existing Shareholders of Arch Communications Group, Inc.		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>			
T18. How will assignment or transfer of control be accomplished? (O *) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> * See Section 11.C			
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>			
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>			
T21. Is local or state authorization required for this assignment or transfer of control? (**) <u>Yes</u> <u>No</u> ** Applicant will obtain all requisite state/local approvals			

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Arch Southeast Communications, Inc.		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 62-1298311		T50. Internet or e-mail address	


ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Yes</u>	<u>No</u>


BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(<u>N</u>)	<u>Yes</u>	<u>No</u>
See Section II.B			
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(<u>N</u>)	<u>Yes</u>	<u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(<u>N</u>)	<u>Yes</u>	<u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(<u>N</u>)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
T60. Typed Name of Person Signing Paul H. Kuzia	T61. Title Executive Vice President, Technology and Regulatory Affairs
T62. Signature 	T63. Date AUG 26 1998

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>	
T64. The assignee or transferee is a (an) (<u>C</u>) Individual <u>Un</u> incorporated Association Partnership <u>Cor</u> poration	
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs
T67. Signature 	T68. Date AUG 26 1998
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

ARCH SOUTHEAST COMMUNICATIONS, INC.

In response to Items T22 - T26, Arch Southeast Communications, Inc. submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

CALL SIGN	RADIO SERVICE	CODE	PART
KFL876	Paging and Radiotelephone Service	CD	22
KIJ351	Paging and Radiotelephone Service	CD	22
KIR205	Paging and Radiotelephone Service	CD	22
KKB695	Paging and Radiotelephone Service	CD	22
KKO352	Paging and Radiotelephone Service	CD	22
KKX707	Paging and Radiotelephone Service	CD	22
KLF621	Paging and Radiotelephone Service	CD	22
KNKB353	Paging and Radiotelephone Service	CD	22
KNKC855	Paging and Radiotelephone Service	CD	22
KNKC874	Paging and Radiotelephone Service	CD	22
KNKC877	Paging and Radiotelephone Service	CD	22
KNKE202	Paging and Radiotelephone Service	CD	22
KNKE203	Paging and Radiotelephone Service	CD	22
KNKE204	Paging and Radiotelephone Service	CD	22
KNKE262	Paging and Radiotelephone Service	CD	22
KNKE263	Paging and Radiotelephone Service	CD	22
KNKE277	Paging and Radiotelephone Service	CD	22
KNKG723	Paging and Radiotelephone Service	CD	22
KNKG724	Paging and Radiotelephone Service	CD	22
KNKG758	Paging and Radiotelephone Service	CD	22
KNKJ730	Paging and Radiotelephone Service	CD	22
KNKK239	Paging and Radiotelephone Service	CD	22
KNKK732	Paging and Radiotelephone Service	CD	22
KNKL500	Paging and Radiotelephone Service	CD	22
KNKM259	Paging and Radiotelephone Service	CD	22
KNKM265	Paging and Radiotelephone Service	CD	22
KNKP451	Paging and Radiotelephone Service	CD	22

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EXHIBIT 1
PAGE 2 OF 2

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KNKP456	Paging and Radiotelephone Service	CD	22
KNLQ925	Paging and Radiotelephone Service	CD	22
KPD734	Paging and Radiotelephone Service	CD	22
KRM967	Paging and Radiotelephone Service	CD	22
KSV898	Paging and Radiotelephone Service	CD	22
KSV909	Paging and Radiotelephone Service	CD	22
KSV932	Paging and Radiotelephone Service	CD	22
KTS225	Paging and Radiotelephone Service	CD	22
KTS264	Paging and Radiotelephone Service	CD	22
KUC852	Paging and Radiotelephone Service	CD	22
KUO561	Paging and Radiotelephone Service	CD	22
KUO603	Paging and Radiotelephone Service	CD	22
KUO612	Paging and Radiotelephone Service	CD	22
KUS339	Paging and Radiotelephone Service	CD	22
KUS411	Paging and Radiotelephone Service	CD	22
KWT974	Paging and Radiotelephone Service	CD	22
WSI688	Paging and Radiotelephone Service	CD	22

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]